

**Hearing Scheduled: July 22, 2010 at 10:00 a.m.**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
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	:	
DELPHI CORPORATION, et al	:	
	:	
Plaintiff,	:	
	:	
v.	:	Adv. Proc. No. 07-02217-rdd
	:	
D&S MACHINE PRODUCTS, INC.,	:	
	:	
Defendant.	:	
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**D&S MACHINE PRODUCTS, INC.'S REPLY MEMORANDUM OF LAW IN SUPPORT  
OF ITS MOTION TO (A) VACATE CERTAIN PRIOR ORDERS OF THE COURT; (B)  
DISMISS THE ADVERSARY PROCEEDING COMPLAINT WITH PREJUDICE; OR  
(C) IN THE ALTERNATIVE, REQUIRE PLAINTIFFS TO FILE A MORE DEFINITE  
STATEMENT**

Defendant D&S Machine Products, Inc. ("**Defendant**"), by its undersigned attorneys,  
files this reply to Reorganized Debtors' Response to Motions to Vacate Certain Orders and

Dismiss Adversary Actions. Defendant joins and adopts the reply briefs of Hewlett Packard (07-02262), Johnson Controls (07-2348), Wagner Smith (07-02581), Affinia Group Holdings, Inc. (07-02198), and all other reply briefs (collectively the “**Reply Briefs**”), along with the primary briefs, filed by defendants in the preference avoidance actions. In the interest of legal and judicial efficiency, Defendant will not reiterate the arguments which have already been made in the Reply Briefs. Instead, Defendant hereby incorporates by reference, as if fully stated herein, the arguments stated in the Reply Briefs.

WARNER NORCROSS & JUDD LLP

Dated: July 2, 2010

By /s/ Michael B. O’Neal  
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